DAMODAR ROPEWAYS & INFRA LIMITED

Regd Office: 1/A Vansittart Row, Kolkata: 700001, West Bengal
Phone No.: (033) 40226363, **Fax No.:** +91 33 2248 5965, **E-mail:** damodarropeways @gmail.com
CIN : L51397WB1981PLC034211

N O T I C E

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Damodar Ropeways & Infra Limited will be held at its Registered Office at 1/A Vansittart Row, Kolkata 700001 on Monday 23rd Day of March ,2015 at 4.00 P.M. to transact the following business:

SPECIAL BUSINESS:

To consider and if thought fit to pass with or without modification the following resolution :

As Special Resolution

1.. "**RESOLVED** that under section 196, 197 , 203 and other applicable provisions if any of the Companies Act, 2013 and Rules made there under the approval of the company be and is hereby accorded for reappointment of Mr. C.L.Chamaria as Managing Director of the Company on the following terms and conditions.

(A) **PERIOD** **:** 5 Years beginning from 01/04/2015

(B) **EMOLUMENTS :**

i) Basic Salary – Rs.2,25,000/- per month in the grade of 2,25,000 – 25,000 – 3,25,000/- and his first increment will be due on 01/04/2016

ii) Perquisites – Perquisites like gas, electricity, water, furnishings medical reimbursement and leave travel concession for self and family, club fees, personal accident insurance and such other perquisites as may be permitted, in accordance with the Rules of the Company, the monetary value of such perquisites being limited to Rs.7,50,000/- per annum, for the purpose of which limit perquisites shall be evaluated as per Income Tax Rules wherever applicable and in absence of any such Rules, perquisites shall be evaluated at actual cost. However, the following shall not be included in the aforesaid perquisite limit:-

a) Rent free accommodation owned / leased / rented by the company at a rent not exceeding Rs.40,000 /- per month however Company will recover from the salary of Mr C.L.Chamaria an amount equal to actual Rent paid by the Company or 15% of Mr. C.L.Chamaria's Basic salary whichever is lower.

b) Contributions to Provident Fund 12% of salary or such percentage of the salary as may be provided in the relevant law, half a month salary as gratuity for every completed year of service or such other sum or percentage as may be provided in the relevant law.

c) Use of company car for official purposes and telephone at residence (including payment for local calls and long distance official calls).

d) Encashment of un-availed leave at the end of tenure.

Registered office address
1/A Vansittart Row,
Kolkata: 700001,
West Bengal

By Order of the Board

Dated:13/02/2015

M.L.RATHEE
(Company Secretary)

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote in his stead. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the time for holding the Meeting.
   A person can act as Proxy on behalf of not exceeding fifty members and holding in the aggregate not more than ten percent of the total paid-up share capital of the Company. A member holding more than ten percent of the paid-up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the items of special business under item 1 of the Notice is annexed hereto.

3. In compliance with provisions of Section 108of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules , 2014,and clause 35B of the Listing Agreement , the Company is pleased to provide its members the facility of voting through electronic means, as an alternate, to enable them to cast their votes electronically and the business may be transacted through e-voting services provided by National Securities Depository Ltd.(NSDL).

Instruction and other information relating to e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

i. Open the e-mail and also open PDF file attached with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

ii. Open the internet browser and type the following URL: https://www.evoting.nsdl.com.

iii. Click on Shareholder – Login.

iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.

vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.

viii. Select “EVEN” (E-Voting Event Number) of Damodar Ropeways & Infra Limited and Now you are ready for e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

x. Upon confirmation, the message “Vote cast Successfully” will be displayed.

xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to agarwaldcs@yahoo.co.in and to company through email to damodarropeways @gmail.com with a copy marked to evoting@nsdl.co.in.

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com

B. In case a Member receives physical copy of the Notice of EOGM (for Members whose email addresses are not registered with the Company/Depositories):

i. Initial password is provided in the enclosed annexure to the notice : EVEN (E-Voting Event Number), user ID and password.
Ii Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C**. Other Instructions** :

i)The e-voting period commences on 17th March 2015 at 10.00 a.m. (IST) and ends on 19th March, 2015 at 6.00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut Off Date of 13/02/2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date 13/02/2015.

iii. Since the Company is required to provide members the facility to cast their vote by electronic means ,shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date of 13/02/2015 and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting.However, incase Members castie their vote exercising both the options , i.e physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes caste physically at the meeting shall be treated as invalid.

iv.Mr. Dinesh Agarwal,(C.P.No: 5881) ,(Membership no: 6315), of 7Mangoe Lane,1st Floor, Room no:105, Kolkata:700001, West Bengal , has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

v.The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

vi.The results declared along with the Scrutinizer's report shall be placed on the Company's website ropeways.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Extra Ordinary General Meeting of the Company on 23/03/2015 at 4.00 p.m. and communicated to CSE Ltd., where the shares of the Company are listed.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY , 23rd MARCH ,2015

Item 1

Mr. C.L.Chamaria's appointment as Managing Director of the company is expiring on 01/04/2015. Although Mr. C.L.Chamaria has attained the age of 74 (Seventy Four) he is a pioneer in the field of Ropeways and have experience for more than 45 years in this field . Moreover he is keeping a Robust health considering the above facts on the recommendation of the Remuneration Committee the Board of Directors of the Company subject to approval of shareholders by way of special Resolution has reappointed Mr. C.L.Chamaria as Managing Director of the Company on the terms and conditions specified in the resolution.

Except Mr. C.L.Chamaria None of the Directors are interested or concerned in the said resolution.

Registered office address
1/A Vansittart Row,
Kolkata: 700001,
West Bengal

By Order of the Board

Dated:13/02/2015

M.L.RATHEE
(Company Secretary)

DAMODAR ROPEWAYS & INFRA LIMITED

Regd Office: 1/A Vansittart Row, Kolkata: 700001, West Bengal
Phone No.: (033) 40226363, **Fax No.:** +91 33 2248 5965, **E-mail:** damodarropeways @gmail.com
CIN : L51397WB1981PLC034211

ATTENDANCE SLIP I/We hereby record my/our presence at the **Extra Ordinary General Meeting** of the Company to be held on Monday**, 23.03.2015 at 4.00 P.M** at its registered office at 1/A Vansittart Row, Kolkata: 700001, West BENGAL.	**Serial No:**
	Folio/DP ID & Client ID No.:
	Name :
	Address .:
	Joint holders Name :
	Shares

……

Name of Proxy (in BLOCK LETTERS) Signature of Shareholder/Proxy Present

Notes: Members/Proxy holders who wish to attend the Extra ordinary General Meeting (EOGM) must bring their Admission Slips to the EGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic -Voting Event Number)	**USER – ID**	**PASS WORD**
101609		

Please refer to e-voting instructions in the Notice of the EOGM attached, before voting electronically.

The e-voting facility will be available during the following voting period:
Commencement of e-voting : From <Tuesday, 17/03/2015 & 10 A.M >
End of e-voting : Up to <Thursday, 19/03/2015 & 6 P.M >

DAMODAR ROPEWAYS INFRA LIMITED

1/A Vansittart Row, Kolkata-700001, India
Phone: +91 33 4022 6363 Fax: +91 33 2248 5965
E-mail-damodarropeways@gmail.com, CIN NO: L51397WB1981PLC034211:

FORM NO.MGT-11
PROXY FORM
(Pursuant to section 105(6) of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014

Folio/DP ID & Client ID No.:	E-mail ID:
Name of the member(s):	
Address:	

I/We, being the member(s), holding…….shares of the above named company hereby appoints:

(1) Name……Address……

E-mail.Id……Signature… ……...or failing him/her

(2)Name……Address……

E-mail.Id……Signature… ……...or failing him/her

(3)Name……Address……

E-mail.Id……Signature… ……...or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on 23RD March, 2015 at 4.00 pm at Damodar Ropeways & Infra Limited,1/A Vansittart Row, Kolkata: 700001, West Bengal:

Resolution No.	Resolutions	Optional	
		For	Against
1.	Special Resolution for reappointment of Managing Director		

Signed this……..day of ……2015

Member's Folio/DP ID & Client ID No……..

Signature of the shareholder(s)……..

Affix Revenue Stamp

Signature of Proxy Holders(s)……..

Note:
This form of proxy in order to be effective should be duly complete and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.